

RECORDATION NO. 23196-C FILED

FEB 18 2004 2:33 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 18, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Lease Agreement, dated as of October 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23196.

The names and addresses of the parties to the enclosed document are:

Lessor: The Clearwater Partnership, LLP
c/o Revival Leasing Limited
P.O. Box 1093 GT
Queensgate House
South Church Street
Grand Cayman
Cayman Islands

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

Three hundred and ninety-one (391) covered hopper railcars currently bearing reporting marks and road numbers 3500-3899 (excluding 3502, 3504, 3551, 3614, 3769, 3857, 3865, 3874 and 3898), inclusive.

A short summary of the document to appear in the index is:

Memorandum of Master Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER LEASE AGREEMENT

BETWEEN

THE CLEARWATER PARTNERSHIP, LLP ("LESSOR")

AND

UNION PACIFIC RAILROAD COMPANY ("LESSEE")

EFFECTIVE AS OF OCTOBER 1, 2002

RIDER NO. 1

EFFECTIVE AS OF OCTOBER 1, 2002


Memorandum of a Master Lease Agreement effective as of October 1, 2002 and Rider No. 1 thereto effective as of the same date, by and between The Clearwater Partnership, LLP, a Delaware limited liability partnership (the "Lessor") and Union Pacific Railroad Company, a Delaware corporation (the "Lessee").

WITNESSETH:

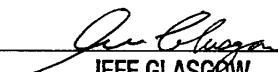
1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor three hundred ninety one (391) 110 ton, 286,000 GRL, 5161 cubic foot grain covered hopper railcars manufactured by Trinity Industries in 1996, to be marked with BBLX marks and numbers yet to be determined. Currently marked and numbered FLIX 3500, 3501, 3503, 3505-3550, inclusive; 3552-3613, inclusive; 3615-3768, inclusive; 3770-3856, inclusive; 3858-3864, inclusive; and 3866-~~3899~~, inclusive; **3875-3897, inclusive; and 3899.** **3873,**
2. The Master Lease Agreement and Rider No. 1 shall be effective as of October 1, 2002, and shall be subject to the Term, as described in the Master Lease Agreement and Rider No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: THE CLEARWATER PARTNERSHIP, LLP
By Revival Leasing Limited, its General Partner


By: Lawrence E. Littlefield
Title: Attorney-in-fact

LESSEE: UNION PACIFIC RAILROAD COMPANY


By: JEFF GLASGOW
Title: SR. ANALYST-LEASING

STATE OF New York)
) ss.
COUNTY OF New York)

On this 6th day of November, 2003, before me personally appeared Lawrence E. Littlefield, to me personally known, who being by me duly sworn, says that he is the Attorney-in-fact of The Clearwater Partnership, LLP, that the foregoing instrument was signed on behalf of said limited liability partnership, and he acknowledged that the execution of the said instrument was his free act and deed.

Jennifer Moreno
NOTARY PUBLIC

My commission expires: 01/24/06

Jennifer Moreno
Notary Public, State of New York
No. 01M06036946
Qualified in Queens County
Commission Expires January 24, 2006

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 28th day of October, 2003, before me personally appeared Jeff Glasgow, to me personally known, who being by me duly sworn, says that s/he is the Sr. Analyst - Leasing of Union Pacific Railroad Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Beverly A. Meeks
NOTARY PUBLIC

My commission expires: 9-2-07

